

bluebird bio, Inc.
Form 4
June 26, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GILLIS STEVEN

(Last) (First) (Middle)

8725 WEST HIGGINS ROAD,
SUITE 290

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
bluebird bio, Inc. [BLUE]

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/24/2013		C		1,793,588 (1)	A	\$ 0 1,793,588
						I	See footnotes (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: bluebird bio, Inc. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Shares
Series C Convertible Preferred Stock	(4)	06/24/2013		C	19,971,242	(4) (4)	Common Stock	1,052
Series D Convertible Preferred Stock	(4)	06/24/2013		C	14,047,762	(4) (4)	Common Stock	740

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GILLIS STEVEN
8725 WEST HIGGINS ROAD, SUITE 290 X
CHICAGO, IL 60631

Signatures

/s/ Linda C. Bain, 06/26/2013
Attorney-in-Fact

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the total number of shares received upon conversion of shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Shares") and Series D Convertible Preferred Stock (the "Series D Shares" and together with the Series C Shares, collectively, the "Preferred Shares").

(2) Beneficial ownership consists of 1,793,588 shares of Common Stock held by ARCH Venture Fund VII, L.P. ("ARCH Fund VII"). The sole general partner of ARCH Fund VII is ARCH Venture Partners VII, L.P. ("ARCH Partners VII"), which may be deemed to be the beneficial owner of the shares held by ARCH Fund VII. The sole general partner of ARCH Partners VII is ARCH Venture Partners VII, LLC ("ARCH VII LLC"), which may be deemed to be the beneficial owner of the shares held by ARCH Fund VII. ARCH Partners VII and ARCH VII LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The managing directors of ARCH VII LLC are Keith Crandell, Clinton Bybee and Robert Nelsen, and they may be deemed to beneficially own the shares held by ARCH Fund VII. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(3) Director Steven Gillis owns an interest in ARCH Partners VII but does not have voting or investment control over the shares held by ARCH Fund VII and disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(4) Effective upon the closing of the Issuer's initial public offering of its Common Stock, each Preferred Share automatically converted at a ratio of 18.967-to-one into the number of shares of Common Stock shown in column 7. The Preferred Shares had no expiration date.

Edgar Filing: bluebird bio, Inc. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.